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*Counsel for Sears Holdings Corporation and
its debtor affiliates, as debtors and debtors in possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**FIFTH MONTHLY FEE STATEMENT OF ASK LLP FOR PROFESSIONAL
SERVICES RENDERED AND DISBURSEMENTS INCURRED AS COUNSEL
TO THE LITIGATION DESIGNEES FOR THE PERIOD OF
MARCH 1, 2021 THROUGH MARCH 31, 2021**

Name of Applicant:	ASK LLP
Authorized to Provide Services to:	Litigation Designees ²
Retention Date:	June 26, 2019 nunc pro tunc to April 1, 2019 as to retention as special avoidance action counsel to the Debtors; December 1 , 2020 as to retention as counsel to the Litigation Designees for the Jointly Asserted Causes of Action ³
Period for Which Compensation and Reimbursement Is Sought	March 1, 2021 through March 31, 2021
Monthly Fees Incurred:	\$40,095.00
Monthly Expenses Incurred:	\$2,020.50
Total Fees and Expenses Requested:	\$42,115.50
This is a <u> x </u> monthly <u> </u> interim <u> </u> final	

² Pursuant to the *Order (I) Confirming Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors and (II) Granting Related Relief* (the "Confirmation Order") [D.I. 529], the Litigation Designees shall comprise (a) Patrick J. Bartels, (b) Eugene I. Davis, and (c) Raphael T. Wallander, as the Creditors' Committee's designees, and (x) Alan J. Carr and (y) William L. Transier, as the Debtors' designees, which designees shall become the initial members of the Liquidating Trust Board upon the Effective Date pursuant to Section 10.6(a) of the Plan.

³ The Confirmation Order, among other things, granted the Creditors' Committee joint standing with the Debtors to prosecute the Jointly Asserted Causes of Action, subject to the oversight of the Litigation Designees, which designees shall become the initial members of the Liquidating Trust Board upon the effective date of the Plan. The Jointly Asserted Causes of Action are those actions defined in paragraph 17 of the Confirmation Order.

ASK LLP (“ASK”), counsel to the Litigation Designees, which designees were identified pursuant to the Confirmation Order for Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby submits this statement of fees and disbursements (the “Fifth Monthly Fee Statement”) covering the period from March 1, 2021 through and including March 31, 2021 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Fifth Monthly Fee Statement, ASK requests (a) interim allowance and payment of compensation in the amount of \$40,095.00 for fees on account of reasonable and necessary professional services rendered to the Litigation Designees by ASK and (b) reimbursement of actual and necessary costs and expenses in the amount of \$2,020.50 incurred by ASK during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, hourly billing rates and aggregate hours spent by each ASK professional and paraprofessional who provided services to the Litigation Designees during the Compensation Period. The rates charged by ASK for services rendered to the Litigation Designees are the same rates that ASK charges generally for professional services rendered to all hourly bankruptcy clients.

Exhibit B sets forth a complete itemization of tasks performed by ASK professionals and paraprofessionals who provided services to the Litigation Designees during the Compensation Period.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit C sets forth a complete itemization of disbursements incurred by ASK in

connection with services rendered to the Litigation Designees during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Fifth Monthly Fee Statement shall be given by overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (e-mail: harnerp@ballardspahr.com); and (vi) counsel to the fee examiner, Ballard Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott (e-mail: marriott@ballardspahr.com) and Tobey M. Daluz (e-mail: daluzt@ballardspahr.com) (collectively, the “Notice Parties”).

Objections to this Fifth Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **April 27, 2021** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no Objections to this Fifth Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay the fees and expenses identified herein.

If an Objection to this Fifth Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Fifth Monthly Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an Objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be held by the Court.

Dated: April 13, 2021

ASK LLP

/s/ Kara E. Casteel

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Exhibit A

Timekeeper Summary

Name of Professional	Position	Hourly Billing Rate	Total Hours Billed	Total Compensation
Steinfeld, Joseph	Partner	\$800.00	11	\$8,800
Casteel, Kara	Partner	\$675.00	24.40	\$16,470.00
Reding, Richard	Partner	\$675.00	20.20	\$13,635.00
Miskowiec, Laurie	Paralegal	\$300.00	1.00	\$300.00
Hepola, Jennifer	Paralegal	\$300.00	1.17	\$350.00
Esslinger, Jean	Paralegal	\$300.00	1.80	\$540.00

Exhibit B

Itemized Fees

Professional Services

		<u>Hrs/Rate</u>	<u>Amount</u>
3/2/2021	KC Correspondence Emails with defense groups re: status of consolidation motion order	0.10 675.0/hr	67.5
3/3/2021	JE Miscellaneous Signed attorneys up for March 12, 2021 court call.	0.20 300.0/hr	60.0
3/4/2021	JS Correspondence review billing statements and time spreadsheet. Email and Telephone call to client concerning with Bill Murphy on status of payment. Telephone call to client concerning with Kara Casteel	0.50 800.0/hr	400.0
	KC Correspondence Emails with co-counsel concerning subpoenas	0.10 675.0/hr	67.5
3/5/2021	JE Miscellaneous Printed entry from the docket and sent to chambers for a hearing.	0.20 300.0/hr	60.0
	JS Document Review review reply Briefs filed by Non-Insider Shareholder Group and the Prescott Defendants to Plaintiffs Opposition to Motions to Dismiss. Telephone call to client concerning with David Zensky, Kara Casteel and Richard Redding on strategy at oral argument to deal with new arguments raised by Defendants.	1.50 800.0/hr	1,200.0
	RJR Preparation Conference regarding division of oral argument on motion to dismiss hearing	0.50 675.0/hr	337.5

			<u>Hrs/Rate</u>	<u>Amount</u>
3/7/2021	RJR	Preparation Prepare for motion to dismiss hearing by reviewing motions, response, and reply briefs	1.70 675.0/hr	1,147.5
3/8/2021	KC	Correspondence Emails with Bermuda re: subpoena status	0.10 675.0/hr	67.5
3/9/2021	JE	Miscellaneous Compiled documents requested by the court for March 12, 2021 hearing.	1.00 300.0/hr	300.0
	JS	Review Review Briefs filed by Non Insider Defendants and The Horizon, Prescott and Luma Defendants' MOTION TO DISMISS THE COMPLAINT. Review email and notes from Dean Chapman.	2.00 800.0/hr	1,600.0
	KC	Preparation Prepping for oral argument hearing on MTD	3.00 675.0/hr	2,025.0
	RJR	Preparation Prepare for oral argument on motion to dismiss by reviewing all pleadings and outlining responsive arguments	3.90 675.0/hr	2,632.5
	KC	Correspondence Emails with opposing counsel, Court, document service re: binders for oral argument, arranging the same	0.40 675.0/hr	270.0
3/10/2021	JS	Conference Review Emails nd Notes on Reply Brief sent by David Zensky. Prepare for moot court argument and attend moot court argument with Kara Casteel, R. Redding , Dean Chapman and David Zensky.	2.50 800.0/hr	2,000.0
	RJR	Preparation Continue preparation for oral argument on motions to dismiss by reviewing and outlining all relevant caselaw raised in replies	4.20 675.0/hr	2,835.0
	KC	Preparation continuing Preparation and assembly of for oral argument hearing on MTD	3.50 675.0/hr	2,362.5
	KC	Correspondence Emails with Court, co-counsel, internally re: preparing agenda for MTD hearing	0.30 675.0/hr	202.5
	KC	Review Review proposed edits to consolidation order from opposing counsel, emails to copposing counsel concerning the same	0.30 675.0/hr	202.5
	KC	Phone client phone call with co-counsel re: oral argument hearing on MTD	1.20 675.0/hr	810.0
3/11/2021	RJR	Preparation Prepare for oral arguments for motions to dismiss	6.60 675.0/hr	4,455.0

		<u>Hrs/Rate</u>	<u>Amount</u>
3/11/2021	KC Preparation continuing Preparation and assembly of for oral argument hearing on MTD	8.00 675.0/hr	5,400.0
3/12/2021	JS Court Attend Court Hearing on Defendants' Motion to Dismiss. Email and Telephone call to client concerning with Kara Casteel, Richard Redding, Dean Chapman and David Zensky during hearing and post-mortem hearing.	3.00 800.0/hr	2,400.0
	KC Correspondence post-hearing client updates	0.50 675.0/hr	337.5
	RJR Hearing Hearing on motions to dismiss	2.70 675.0/hr	1,822.5
	RJR Conference Communicate with Akin Gump regarding hearing on motions to dismiss	0.60 675.0/hr	405.0
	KC Preparation pre-hearing Preparation and assembly of	0.50 675.0/hr	337.5
	KC Court attend and argue at telephonic MTD hearing	2.50 675.0/hr	1,687.5
3/15/2021	JS Correspondence Review and edit various drafts of letter to Judge Drain on SG's filing at the Supreme Court in Tribune. Numerous emails to and from ASK and Akin on refining the letter.	1.50 800.0/hr	1,200.0
	KC Correspondence Emails and editing re: letter to the Court on SG amicus brief in Tribune	0.50 675.0/hr	337.5
3/16/2021	JE Miscellaneous Updated all dismissal forms to reflect new caption entered by the Court.	0.40 300.0/hr	120.0
	KC Draft Pleading Draft Computershare Inc. and Computershare NA subpoenas re: Lands' End distribution, discussions re service, email notice	2.20 675.0/hr	1,485.0
	KC Correspondence Finalize letter to court, email defense counsel with copy	0.50 675.0/hr	337.5
	KC Phone Opp Atty Phone call with counsel for Bank of Bermuda	0.20 675.0/hr	135.0
3/17/2021	LNP Draft Pleading Prepare, file and serve fourth monthly fee statement.	1.00 300.0/hr	300.0
	KC Correspondence Emails to Moritt and Bermuda counsel re: following up on subpoena supplemental response	0.10 675.0/hr	67.5

		<u>Hrs/Rate</u>	<u>Amount</u>
3/24/2021	KC Correspondence Emails with co-counsel re: response to document sharing stip edits	0.10 675.0/hr	67.5
3/25/2021	KC Correspondence Emails to Moritt re: following up on two subpoena recipients/supplemental info needed	0.10 675.0/hr	67.5
3/26/2021	JH Miscellaneous Prepped service documents to for amended summons, served complaint/summons and filed Proofs of Service with the Court.	0.75 300.0/hr	225.0
	JH Miscellaneous Entered addresses into SOAR and requested Second Summons from Court in order to re-serve complaints.	0.42 300.0/hr	125.0
3/30/2021	KC Correspondence Emails with co-counsel re: response to document sharing stip edits	0.20 675.0/hr	135.0
For professional services rendered		<u>59.57</u>	<u>\$40,095.0</u>

Exhibit C

Itemized Expenses

Disbursement Activity	Amount
Computerized Legal Research - Westlaw	\$1,601.10
Photocopies	\$112.70
Postage	\$7.40
Telephone	\$89.30
Court Solutions	\$210.00